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March 17, 2016

VIA HAND DELIVERY

Kathryn Belfi
Director of Financial Regulation
Connecticut Insurance Department
153 Market Street
PO Box 816
Hartford, CT 06142-0816

Re: Updates to the Biographical Affidavits of David C. Dominik and Stephen D. Oetgen filed in connection with the Form A Statement (the "Application") regarding the proposed acquisition of control of PHL Variable Insurance Company, Phoenix Life and Annuity Company, and American Phoenix Life and Reassurance Company (collectively, the "Domestic Insurers")

Dear Ms. Belfi:

I am writing in reference to the Application in connection with the proposed acquisition of the Domestic Insurers filed by Davero Merger Sub Corp., Nassau Reinsurance Group Holdings, L.P., Nassau Reinsurance Group Holdings GP, LLC, Nassau Holdings, L.P., GGCOF Executive Co-Invest Holdings, Ltd. (f/k/a Nassau Holdings GP, Ltd.), Golden Gate Private Equity, Inc., and Mr. David C. Dominik with the Connecticut Insurance Department (the "Department") on November 6, 2015.

This letter sets forth updated responses of David C. Dominik and Stephen D. Oetgen to their respective biographical affidavits filed with the Department in connection with the Application. These updates will be reflected in the third-party verification reports to be provided by Owens OnLine, Inc.

The response of David C. Dominik to Question 12 of the biographical affidavit is updated to the following:

12. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms

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“controlling,” “controlled by” and “under common control with”) means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person.

ANSWER: Mr. David C. Dominik is a Director of GGC Opportunity Fund Management GP, Ltd., which is a controlling party of Financial American Life Insurance Company, Interstate National Dealer Services and Williston Financial Group.

The response of Stephen D. Oetgen to Question 12 of the biographical affidavit is updated to the following:


12. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term “control” (including the terms “controlling,” “controlled by” and “under common control with”) means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person.

ANSWER: Mr. Stephen D. Oetgen is a Director of GGC Opportunity Fund Management GP, Ltd., which is a controlling party of Financial American Life Insurance Company, Interstate National Dealer Services and Williston Financial Group.

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Thank you for your attention to this matter. We appreciate the Department's cooperation and look forward to working with, and assisting, the Department in order to complete its review. Please let me know if you have any additional questions.

Yours very truly,


Sam S.F. Caligiuri

SSFC/ejk